

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Pharmacyclics, Inc. (by successor: AbbVie Inc.)		94-3148201	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Lawrence J Peepo	847-935-6722	larry.peepo@abbvie.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
1 North Waukegan Road		North Chicago, IL 60064	
8 Date of action		9 Classification and description	
May 26, 2015		Common stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
716933106 (00287Y109)		PCYC (ABBV)	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

PLEASE SEE ATTACHMENT.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

PLEASE SEE ATTACHMENT.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

PLEASE SEE ATTACHMENT.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
PLEASE SEE ATTACHMENT.

18 Can any resulting loss be recognized? ▶
PLEASE SEE ATTACHMENT.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
PLEASE SEE ATTACHMENT.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ *Scott T Reents* Date ▶ *6/22/15*

Print your name ▶ **Scott Reents** Title ▶ **Vice President of Tax, AbbVie Inc.**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

ATTACHMENT - FORM 8937

“REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES”

Line	Description	Response
<p>Part II, Item 14</p>	<p>Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.</p>	<p>AbbVie Inc., a Delaware corporation whose common stock is publicly traded on the New York Stock Exchange (“AbbVie”), acquired the shares of Pharmacyclics, Inc., a Delaware corporation whose common stock was traded on the NASDAQ (the “Company”) in the Transaction (defined below) pursuant to the Agreement and Plan of Reorganization, dated as of March 4, 2015, and as amended as of March 22, 2015, by and among AbbVie, Oxford Amherst Corporation, a Delaware corporation and a direct wholly owned subsidiary of AbbVie (“Offeror”), Oxford Amherst LLC, a Delaware limited liability company and a direct wholly owned subsidiary of AbbVie (“Merger Sub 2”), and the Company (the “Agreement”).</p> <p>Pursuant to the Agreement, Offeror commenced a tender offer (the “Offer”) to acquire the outstanding shares of common stock of the Company for the consideration described below, which expired on May 22, 2015, at 5PM EDT. The Offer was accepted by Offeror before the start of trading on May 26, 2015 (the “Acceptance Time”), and on the same day as the acceptance of the Offer, Offeror merged with and into the Company pursuant to Delaware law, with the Company surviving the merger (the “First Merger”), and immediately following the First Merger, the Company, as the surviving entity of the First Merger, merged with and into Merger Sub 2 pursuant to Delaware law, with Merger Sub 2 surviving the merger (the “Second Merger” and, together with the First Merger, the “Mergers”) (the Mergers and the Offer collectively, the “Transaction”).</p> <p>Each of the Company shares accepted for payment by Offeror was exchanged for the right to receive, at the election of the stockholder: (a) a number of shares of AbbVie common stock equal to \$109.00 divided by the volume weighted average sale price per share of AbbVie common stock as reported on the NYSE for the ten consecutive trading days ending on and including the second trading day prior to the expiration date of the Offer (the “Average AbbVie Share Price”), and \$152.25 in cash (the “Mixed Consideration”); (b) \$261.25 in cash (the “Cash Consideration”); or (c) a number of shares of AbbVie common stock equal to \$261.25 divided by the Average AbbVie Share Price (the “Stock Consideration” and, together with the Mixed Consideration and Cash Consideration, the “Merger Consideration”), subject to the election procedures and the proration procedures described in the Agreement. At the</p>

		<p>effective time of the First Merger (the "Effective Time"), each Company share that was outstanding immediately prior to the Effective Time and not tendered pursuant to the Offer (other than (a) Company shares owned by AbbVie, Offeror, the Company or any other direct or indirect wholly owned subsidiary of AbbVie, Offeror or the Company, and (b) Company shares owned by stockholders who properly exercised appraisal rights with respect thereto in accordance with Section 262 of the General Corporation Law of the State of Delaware) was cancelled and extinguished and automatically converted into the right to receive (i) the Cash Consideration, (ii) the Stock Consideration or (iii) the Mixed Consideration, subject in each case to the election procedures and the proration procedures described in the Agreement. The Average AbbVie Share Price has been calculated as \$65.5105 based on the Offer expiring on May 22, 2015 at 5PM EDT.</p> <p>No fractional shares of AbbVie common stock were issued in the Offer or the First Merger. Instead, each shareholder of the Company who otherwise would have been entitled to receive a fractional share of AbbVie common stock received an amount of cash equal to such fractional part of a share of AbbVie common stock multiplied by the Average AbbVie Share Price.</p>
<p>Part II, Item 15</p>	<p>Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.</p>	<p>The Offer and Mergers were integrated for U.S. federal income tax purposes and, taken together, qualified as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").</p> <p>The U.S. federal income tax consequences of the Transaction for a Company shareholder will depend on the type of consideration received by such shareholder in exchange for the Company shares. The Company shareholders (a) receiving solely stock consideration will not recognize any gain or loss related to AbbVie common stock received in exchange for their shares of Company common stock, except with respect to cash received in lieu of fractional shares; (b) receiving solely cash consideration will recognize gain or loss with respect to the cash payment received in exchange for their shares of Company common stock; and (c) receiving a mix of stock and cash (except with respect to cash received in lieu of fractional shares) generally will recognize gain, but not loss, to the extent of the lesser of: (1) the sum of the fair market value of AbbVie shares (see below) and cash received (excluding any cash received in lieu of a fractional share) by the shareholder in exchange for the Company shares minus the shareholder's tax basis in the Company shares; and (2) the amount of cash received (excluding</p>

		<p>any cash received in lieu of a fractional share). Any gain recognized by a Company shareholder generally will be long-term capital gain if the shares of the Company exchanged in the Transaction were held as a capital asset by the Company shareholder and as of the Acceptance Time, the holding period for such shares was greater than one year.</p> <p>Pursuant to Section 358 of the Code, each shareholder of the Company receiving AbbVie shares in the Transaction will need to allocate their tax basis in Company shares immediately before the Transaction to the shares of AbbVie common stock received. The aggregate tax basis of the AbbVie common stock received by each Company shareholder (including fractional shares deemed received) will equal the aggregate tax basis of such shareholder's Company shares surrendered in the Transaction, (a) decreased by (1) the amount of cash received by such Company shareholder in the Transaction (excluding cash received in lieu of a fractional share), and (b) increased by (1) the amount, if any, which was treated as a dividend and (2) the amount of gain, if any, recognized by the shareholder on the receipt of such other consideration (excluding gain recognized due to receiving cash in lieu of a fractional share).</p> <p>A Company shareholder that receives cash in lieu of a fractional share of AbbVie common stock generally will be treated as having received such fractional share in the Offer or the First Merger and then as having received the cash in exchange for such fractional share. Gain or loss generally will be recognized based on the difference between the amount of cash received in lieu of the fractional share and the tax basis allocated to such fractional share of AbbVie common stock. Such gain or loss generally will be long-term capital gain or loss if the shares of the Company exchanged in the Transaction were held as a capital asset by the Company shareholder and as of the Acceptance Time, the holding period for such shares was greater than one year.</p>
<p>Part II, Item 16</p>	<p>Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.</p>	<p>See Item 15 above for a general description of the U.S. federal income tax consequences of the Transaction for a Company shareholder, including the determination of such shareholder's basis in any AbbVie shares received. AbbVie believes given the Acceptance Time, it would be reasonable to base the fair market value of a share of AbbVie stock received by a Company shareholder in the Transaction on the price of such share as of the close of business on May 22, 2015, the last trading day preceding the Acceptance Time on May 26, 2015. Based on this approach, the fair market value of AbbVie stock for purposes of determining gain of a Company shareholder in</p>

		<p>the Transaction and the basis in AbbVie shares received would be \$65.48. However, fair market value is generally a facts and circumstances determination, and it is possible that a different fair market value for AbbVie shares could be utilized that would yield different results. Shareholders should consult their own tax advisors as to the particular tax consequences to them from the Transaction.</p>
Part II, Item 17	List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.	Sections 354, 356, 358, 368, 1001 and 1221 of the Code.
Part II, Item 18	Can any resulting loss be recognized?	<p>The Company shareholders (a) receiving solely stock consideration will not recognize any loss related to AbbVie common stock received in exchange for their shares of Company common stock, except with respect to cash received in lieu of fractional shares; (b) receiving solely cash consideration will recognize any loss with respect to the cash payment received in exchange for their shares of Company common stock; and (c) receiving a mix of stock and cash (except with respect to cash received in lieu of fractional shares) will not recognize any loss.</p> <p>A Company shareholder that received cash in lieu of a fractional share of AbbVie common stock generally will be treated as having received such fractional share in the Offer or the First Merger and then as having received the cash in exchange for such fractional share. Any loss generally will be recognized based on the difference between the amount of cash received in lieu of the fractional share and the tax basis allocated to such fractional share of AbbVie common stock.</p>
Part II, Item 19	Provide any other information necessary to implement the adjustment, such as the reportable tax year.	<p>The Transaction is reportable by each Company shareholder in their tax year that includes May 26, 2015. Please see the Prospectus filed by AbbVie Inc. pursuant to Rule 424(b)(3) (Registration No. 333-202921) with the Securities and Exchange Commission on April 24, 2015, for further general U.S. federal income tax consequences. Shareholders should consult their own tax advisors as to the particular tax consequences to them from the Transaction.</p>